

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

**ATTORNEY MONTHLY FEE STATEMENT COVER SHEET FOR THE PERIOD OF
FEBRUARY 1, 2024 THROUGH AND INCLUDING FEBRUARY 29, 2024**

In re: Rite Aid Corporation, *et al.*¹

Applicant: Wilson Sonsini Goodrich & Rosati, P.C.

Case No. 23-18993 (MBK)

Client: Board of Directors of Debtor Rite Aid Corporation

Chapter 11

Case Filed: October 15, 2023

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.

RETENTION ORDER ATTACHED.

<u>/s/ Erin R. Fay</u>	<u>3/27/2024</u>
ERIN R. FAY	Date

¹ The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

**SECTION I
FEE SUMMARY**

Summary of Amounts Requested for the Period
February 1, 2024 through February 29, 2024 (the “**Compensation Period**”)

Fee Total	\$210,070.50
Disbursement Total	\$5.40
Total Fees Plus Disbursements	\$210,075.90

Summary of Amounts Requested for Previous Periods

Total Previous Fees and Expenses Requested:	\$608,722.40
Total Fees and Expenses Allowed to Date:	\$356,892.70
Total Retainer Remaining:	\$0.00
Total Holdback:	\$89,221.90
Total Received by Applicant:	\$356,892.70

Name of Professional and Title	Year Admitted	Hours	Rate	Fee
Katharine A. Martin Member	1987 (CA)	19.3	\$1,840	\$35,512.00
Amy L. Simmerman Member	2007 (DE) 2012 (PA)	11.2	\$1,465	\$16,408.00
Erin R. Fay Member	2009 (DE) 2009 (WI)	30.3	\$1,250	\$37,875.00
Jason B. Schoenberg Associate	2017 (DE)	36.6	\$1,145	\$41,907.00
Leah León Associate	2018 (DE)	0.3	\$1,110	\$333.00
Catherine C. Lyons Associate	2022 (DE) 2019 (NY) 2023 (TX)	22.8	\$1,110	\$25,308.00
Courtney R. Matteson Associate	2019 (CA) 2019 (D.C.)	13.1	\$1,110	\$14,541.00
Sarah M. Hand Associate	2022 (DE)	30.5	\$850	\$25,925.00
Partha Vora Associate	2023 (CA)	1.0	\$670	\$670.00
Lynzy McGee Senior Paralegal	n/a	23.9	\$485	\$11,591.50
TOTALS	n/a	189.0	n/a	\$210,070.50

**SECTION II
SUMMARY OF SERVICES**

Services Rendered	Hours	Fees
Case Administration	11.5	\$8,466.50
Court Hearing	1.4	\$1,311.50
Fee/Employment Applications – other	0.9	\$839.50
Fee/Employment Applications – WSGR	22.5	\$15,741.50
Assumption/Rejection of Leases and Contracts	0.2	\$222.00
Board of Directors Matters	147.4	\$177,846.00
Plan and Disclosure Statement	5.1	\$5,643.50
SERVICES TOTALS	189.0	\$210,070.50

**SECTION III
SUMMARY OF DISBURSEMENTS**

Disbursements	Amount
Reproduction	\$5.40
DISBURSEMENTS TOTAL	\$5.40

**SECTION IV
CASE HISTORY**

- (1) Date cases filed: October 15, 2023
- (2) Chapter under which cases commenced: Chapter 11
- (3) Date of retention: January 10, 2024, *nunc pro tunc* to October 15, 2023. See **Exhibit A**.

If limit on number of hours or other limitations to retention, set forth: n/a
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:²
 - (a) The Applicant advised the board of directors of Debtor Rite Aid Corporation (the “Board”) regarding, among other things, the fulfilment of director obligations and duties under applicable law, negotiations with various parties, and the proposed resolution of numerous other issues in the chapter 11 cases.
 - (b) The Applicant reviewed, commented on, and advised the Board regarding the substance of the Debtors’ motions for various relief, with particular attention to Board related issues.
 - (c) The Applicant attended hearings in the chapter 11 cases on behalf of the Board.
 - (d) The Applicant attended, transcribed minutes of, provided advice at, and assisted with materials related to meetings of the Board, meetings of the special committee of the Board, and meetings of various subcommittees of the Board.
 - (e) The Applicant advised the Board with respect to corporate governance considerations, other Board related issues, and disclosure obligations related to the Company’s securities filings. The Applicant reviewed and revised drafts of such securities filings.
 - (f) The Applicant drafted and filed an application for compensation for Wilson Sonsini Goodrich & Rosati, P.C., as special counsel to the Board.
 - (g) The Applicant rendered all other services set forth on the invoices attached hereto as **Exhibit B**.³

² The following summary is intended to highlight the general categories of services the Applicant rendered on behalf of the Debtors and for the benefit of the estates; it is not intended to itemize each and every professional service which the Applicant performed.

³ The invoice attached hereto as **Exhibit B** contains detailed descriptions of the services rendered and expenses incurred by the Applicant during the Compensation Period.

- (5) Anticipated distribution to creditors:
 - (a) Administration expense: Unknown at this time.
 - (b) Secured creditors: Unknown at this time.
 - (c) Priority creditors: Unknown at this time.
 - (d) General unsecured creditors: Unknown at this time.
- (6) Final disposition of case and percentage of dividend paid to creditors: Unknown at this time.
- (7) This is the third monthly fee statement.

Exhibit A

Retention Order



Order Filed on January 10, 2024
by Clerk
U.S. Bankruptcy Court
District of New Jersey

Caption in Compliance with D.N.J. LBR 9004-1(b)

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY
In re: RITE AID CORPORATION, <i>et al.</i> , Debtors. ¹

Chapter 11

Case No. 23-18993 (MBK)

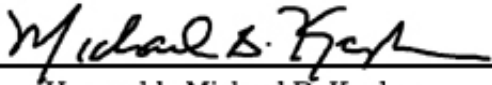
(Jointly Administered)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
WILSON SONSINI GOODRICH & ROSATI, P.C. AS SPECIAL BOARD COUNSEL
EFFECTIVE AS OF THE PETITION DATE**

The relief set forth on the following pages, numbered three (3) through eight (8) is

ORDERED.

DATED: January 10, 2024


Honorable Michael B. Kaplan
United States Bankruptcy Judge

¹ The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

Caption in Compliance with D.N.J. LBR 9004-1(b)

**KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP**

Edward O. Sassower, P.C.

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)

Aparna Yenamandra, P.C. (admitted *pro hac vice*)

Ross J. Fiedler (admitted *pro hac vice*)

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Proposed Co-Counsel for Debtors and Debtors in Possession

(Page | 3)

Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF WILSON SONSINI GOODRICH & ROSATI, P.C. AS SPECIAL BOARD COUNSEL EFFECTIVE AS OF THE PETITION DATE

Upon the application (the “Application”)² of Rite Aid Corporation, and its affiliated debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases for entry of an order (this “Order”) authorizing the Debtors’ retention and employment of Wilson Sonsini Goodrich & Rosati, P.C. (“WSGR”) as special counsel to the board of directors (the “Board”) of Debtor Rite Aid Corporation, effective as of the Petition Date, with regard to Board Matters, pursuant to sections 327(e) and 330 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016; and upon consideration of the Fay Declaration, the Sabatino Declaration, and the First Day Declaration; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Application, the Fay Declaration, the Sabatino Declaration, and the First Day Declaration; and the Court having found, based on the representations made in the Application and the Fay Declaration, that WSGR does not hold or represent any interest adverse to the Debtors or to the Debtors’ estates with respect to the matters on which it is to be employed, as required by section 327(e) of the Bankruptcy Code; and this Court having found that sufficient cause exists to grant the relief set forth herein; and this Court having found that the Debtors’ notice of the

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

(Page | 4)

Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

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Application was appropriate under the circumstances and no other or further notice need be provided; and this Court having reviewed the Application and determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due and deliberation and sufficient cause appearing therefor

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED** as set forth herein.
2. The Debtors are authorized, pursuant to section 327(e) of the Bankruptcy Code, to retain and employ WSGR as special counsel to the Board to the extent set forth herein, effective as of the Petition Date.
3. WSGR is authorized to render professional services to the Board.
4. WSGR shall apply for (a) compensation for professional services rendered and (b) reimbursement of expenses incurred in connection with these cases, in both cases subject to the Court's approval and in compliance with the applicable provisions of the Bankruptcy Code, including sections 330 and 331, the Bankruptcy Rules, the Local Rules, and any other applicable procedures or orders of the Court. WSGR shall also make a reasonable effort to comply with the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013, both in connection with this Application and the fee applications filed by WSGR in the chapter 11 cases.
5. Notwithstanding anything in the Application, the Fay Declaration, or any Engagement Letter to the contrary, WSGR shall apply any remaining amounts of its

(Page | 5)

Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

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prepetition retainer as a credit toward post-petition fees and expenses, after such post-petition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to WSGR. At the conclusion of WSGR's engagement by the Debtors, if the amount of the prepetition retainer held by WSGR is in excess of the amount of WSGR's outstanding estimated fees, expenses and costs, WSGR will pay to the Debtors the amount by which the prepetition retainer exceeds such fees, expenses and costs. WSGR is authorized without further order of the Court to reserve and apply amounts from the prepetition retainer that would otherwise be applied toward payment of post-petition fees or expenses to compensate and reimburse WSGR for fees and expenses incurred on or prior to the Petition Date consistent with the Firm's ordinary course billing practice.

6. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application, WSGR shall provide ten (10) days' prior notice of any such increases to the Debtors, the U.S. Trustee, the UCC, and the TCC and shall file any such notice with the Court. All parties in interest retain rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

7. WSGR (i) shall only bill 50% for non-working travel; and (ii) shall not seek the reimbursement of any fees or costs, including attorney's fees and costs, arising from the defense of any objections to any of WSGR's fee applications in these cases; (iii) shall use the billing and expense categories set forth in the U.S. Trustee Guidelines (Exhibit D-1

(Page | 6)

Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

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“Summary of Compensation Requested by Project Category”); and (iv) shall provide any and all monthly fee statements, interim fee applications, and final fee applications in “LEDES” format to the U.S. Trustee.

8. Notwithstanding anything in the Application, the Fay Declaration, or the Sabatino Declaration to the contrary, WSGR shall seek reimbursement from the Debtors’ estates for its engagement-related expenses at the firm’s actual cost paid.

9. In order to avoid any duplication of effort and provide service in the most efficient and cost-effective manner, WSGR shall coordinate with Kirkland & Ellis LLP, Kirkland & Ellis International LLP, Cole Schotz P.C., and any additional firms retained on behalf of the Debtors regarding their respective responsibilities in these chapter 11 cases. As such, WSGR shall use its best efforts to avoid duplication of services provided by any of the Debtors’ other retained professionals in these chapter 11 cases.

10. Notwithstanding anything in the Application, the Fay Declaration, or the Sabatino Declaration to the contrary, WSGR shall (i) to the extent that WSGR uses the services of independent contractors or subcontractors (collectively, the “Contractors”) in these cases, pass through the costs of such Contractors at the same rate that WSGR pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflicts checks as required for WSGR; (iv) file with this Court such disclosures required by Bankruptcy Rule 2014; and (v) attach any such Contractor invoices to its monthly fee statements, interim fee applications and/or final fee applications filed in these chapter 11 cases.

(Page | 7)

Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

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11. No agreement or understanding exists between WSGR and any other person other than as permitted by section 504 of the Bankruptcy Code, to share compensation received for services rendered in connection with these cases, nor shall WSGR share or agree to share compensation received for services rendered in connection with these cases with any other person, other than as permitted by section 504 of the Bankruptcy Code.

12. The Debtors and WSGR are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

13. If the Court denies the *Debtors' Motion for Entry of an Order Authorizing the Debtors to File Under Seal the Names of Certain Confidential Transaction Parties in Interest Related to the Debtors' Professional Retention Applications* [Docket No. 806] (the "Motion to Seal"), or the Motion to Seal is withdrawn or the relief requested therein is moot, WSGR will, within fourteen days of such denial, withdrawal or other resolution, and through a supplemental declaration, disclose the identities of all Confidential Transaction Parties that were filed under seal, and the connections of WSGR to such Confidential Transaction Parties.

14. WSGR will file budget and staffing plans in connection with the filing of its fee applications.

15. Notwithstanding anything in the Application, the Fay Declaration, or the Engagement Letter(s) to the contrary, termination or withdrawal from representation will only be allowed upon entry of an Order by this Court.

(Page | 8)

Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

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16. Notwithstanding anything in the Application, the Fay Declaration, or the Engagement Letter(s) to the contrary, any provision regarding arbitration shall not be applicable during the pendency of these chapter 11 cases.

17. To the extent that there may be any inconsistency between the terms of the Application, the Fay Declaration, the Sabatino Declaration, and this Order, the terms of this Order shall govern in all respects.

18. Notice of the Application as provided therein shall be deemed good and sufficient notice of such Application and the Local Rules are satisfied by such notice.

19. Upon its entry, the terms and conditions of this Order shall be immediately effective and enforceable.

20. The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Exhibit B

Invoices

WILSON SONSINI

Wilson Sonsini Goodrich & Rosati
Professional Corporation

650 Page Mill Road
Palo Alto, California 94304-1050

o: 650.493.9300
f: 650.493.6811

TAX ID: 94-2451946

Rite Aid Corporation
Attn: Bari Harlam, Chair of the Nominating and Governance
Committee
1200 Intrepid Ave 2nd Fl
Philadelphia, PA 19112

Invoice # : **2765535**
Invoice Total : **\$ 210,075.90**
Invoice Date : 03/21/24
Client-Matter : 64740-008
Attorney : Katharine A. Martin

Re: Post-Petition Time

INVOICE SUMMARY

\$ 210,070.50	Fees
\$ 5.40	Costs
\$ 210,075.90	Current Invoice Total
\$ 89,221.90	<i>Prior Balance Due ***</i>
\$ 299,297.80	<i>Total Current & Outstanding Invoices Due</i>

***** Please see next page for outstanding invoice(s) on this matter. *****

REMITTANCE INFORMATION

Pay by Check:

Wilson Sonsini Goodrich & Rosati PC
P.O. Box 742866, Los Angeles, CA 90074-2866

Pay by ACH or Wire:

Account Name:	Wilson Sonsini Goodrich & Rosati PC
Beneficiary's Banker:	Bank of America, N.A., 222 Broadway, New York, NY 10038 (Local Branch office: 530 Lytton Avenue, Palo Alto, CA 94301)
Account No.:	14849-00602
ACH Routing No.:	121000358
ABA No. (Wires):	026009593
SWIFT Code:	BOFAUS3N

To initiate a payment plan, please use the following link: <https://tranch.com/checkout/?supplier=wilsonsonsini>

PAYMENT DUE APRIL 20, 2024

FEE SUMMARY BY TASK

FEES

<i>B110 (Administration / Case Administration)</i>	\$ 8,466.50
<i>B115 (Administration / Court Hearing)</i>	\$ 1,311.50
<i>B160 (Administration / Fee/Employment Applications - other)</i>	\$ 839.50
<i>B165 (Administration / Fee/Employment Applications - WSGR)</i>	\$ 15,741.50
<i>B185 (Administration / Assumption/Rejection of Leases and Contracts)</i>	\$ 222.00
<i>B260 (Operations / Board of Directors Matters)</i>	\$ 177,846.00
<i>B320 (Claims and Plan / Plan and Disclosure Statement (including Business Plan))</i>	\$ 5,643.50

DATE	PROFESSIONAL SERVICES	HOURS	AMOUNT
<u>B110 - CASE ADMINISTRATION</u>			
02/06/24	(B110) Lynzy McGee – Revise case calendar re recently filed pleadings	0.7	\$339.50
02/07/24	(B110) Lynzy McGee – Revise case calendar	0.1	\$48.50
02/08/24	(B110) Catherine Lyons – Correspondence with L. McGee re critical dates and review of docket re same	0.1	\$111.00
02/08/24	(B110) Lynzy McGee – Revise critical dates re recently filed pleadings (0.5) and circulate to C. Lyons for review (0.1)	0.6	\$291.00
02/09/24	(B110) Catherine Lyons – Review docket and recent filings and revise critical dates re same (1.4) and correspond with L. McGee re same (0.2)	1.6	\$1,776.00
02/09/24	(B110) Lynzy McGee – Revise critical dates calendar re recently filed pleadings and circulate to counsel	0.9	\$436.50
02/12/24	(B110) Catherine Lyons – Review docket re recent filings and adjournments	0.3	\$333.00
02/13/24	(B110) Catherine Lyons – Review docket and revise critical dates and calendars re adjournments and updates to same	0.5	\$555.00
02/20/24	(B110) Catherine Lyons – Review of docket (0.1) and correspondence with L. McGee re updates to same (0.1)	0.2	\$222.00
02/20/24	(B110) Lynzy McGee – Revise case calendar	0.2	\$97.00
02/21/24	(B110) Lynzy McGee – Review recently filed pleadings for updates to critical dates	0.6	\$291.00
02/22/24	(B110) Catherine Lyons – Review docket and revise critical dates	0.7	\$777.00
02/22/24	(B110) Lynzy McGee – Review recently filed pleadings (.4); Revise critical dates and case calendar re same (1.7)	2.1	\$1,018.50
02/23/24	(B110) Erin R. Fay – Review critical dates	0.1	\$125.00
02/23/24	(B110) Lynzy McGee – Revise and circulate critical dates calendar to WSGR team	0.6	\$291.00
02/25/24	(B110) Catherine Lyons – Review bankruptcy docket (0.1) and correspond with E. Fay re hearing schedule and calendar updates re same (0.2)	0.3	\$333.00
02/26/24	(B110) Catherine Lyons – Correspondence with L. McGee re calendar updates and changes to hearing schedule	0.2	\$222.00
02/28/24	(B110) Lynzy McGee – Review recently filed pleadings and revise critical dates re same	0.4	\$194.00
02/29/24	(B110) Catherine Lyons – Review and revise draft of Critical Dates (0.5) and correspond with L. McGee re same (0.1)	0.6	\$666.00
02/29/24	(B110) Lynzy McGee – Revise case calendar re recently filed pleadings and circulate for comments	0.7	\$339.50
<u>B115 - COURT HEARING</u>			
02/05/24	(B115) Lynzy McGee – Review docket re 2/6/24 hearing	0.1	\$48.50
02/21/24	(B115) Catherine Lyons – Attend Rite Aid Hearing re Astoria lease	0.4	\$444.00

DATE	PROFESSIONAL SERVICES	HOURS	AMOUNT
02/26/24	(B115) Lynzy McGee – Review docket re 2/26/24 hearing (.1); Revise case calendar re upcoming hearings (.1)	0.2	\$97.00
02/28/24	(B115) Erin R. Fay – Review DS adjournment notice (.1); and emails with C. Lyons re: same (.1); review DIP order re: same (.3)	0.5	\$625.00
02/29/24	(B115) Lynzy McGee – Review Court calendar re 2/29 hearing (.1); Revise case calendar re same (.1)	0.2	\$97.00
<u>B160 - FEE/EMPLOYMENT APPLICATIONS - OTHER</u>			
02/05/24	(B160) Catherine Lyons – Correspondence with WSGR and Kirkland teams re appointment of Fee Examiner	0.2	\$222.00
02/13/24	(B160) Erin R. Fay – Emails with I. Paretti and C. Lyons re: interim fee hearing	0.2	\$250.00
02/28/24	(B160) Catherine Lyons – Correspondence with L. McGee re fee applications (0.1) and review docket re same (0.1)	0.2	\$222.00
02/28/24	(B160) Lynzy McGee – Research re fee applications	0.3	\$145.50
<u>B165 - FEE/EMPLOYMENT APPLICATIONS - WSGR</u>			
02/08/24	(B165) Lynzy McGee – Research re additional supplement to WSGR retention application	0.6	\$291.00
02/09/24	(B165) Lynzy McGee – Research re further supplement to WSGR retention application	0.3	\$145.50
02/14/24	(B165) Erin R. Fay – Review and revise WSGR fee application exhibits	1.0	\$1,250.00
02/20/24	(B165) Erin R. Fay – Revise WSGR fee application exhibit	1.0	\$1,250.00
02/20/24	(B165) Catherine Lyons – Review and revise draft of WSGR First Combined Fee Application (0.2) and communicate with L. McGee (0.4) and S. Hand (0.2) re same	0.8	\$888.00
02/20/24	(B165) Lynzy McGee – Discuss WSGR monthly and interim fee applications with E. Fay and C. Lyons (.2); Research re same (.2); Revise same (5.3)	5.7	\$2,764.50
02/21/24	(B165) Sarah M. Hand – Review and revise WSGR Fee Application (.2); emails with C. Lyons and L. McGee re same (.1)	0.3	\$255.00
02/21/24	(B165) Lynzy McGee – Revise WSGR monthly fee application	1.8	\$873.00
02/22/24	(B165) Erin R. Fay – Discuss WSGR fee application with C. Lyons	0.2	\$250.00
02/22/24	(B165) Catherine Lyons – Communications (0.3) and correspondence (0.4) with L. McGee and E. Fay re WSGR fee application	0.7	\$777.00
02/22/24	(B165) Lynzy McGee – Discuss WSGR combined monthly fee application with C. Lyons (.3); Revise same (1.3); Research re fee examiner (.2); Discuss same with C. Lyons (.1)	1.9	\$921.50
02/23/24	(B165) Erin R. Fay – Review and revise exhibit re WSGR fee app (.8), emails with L McGee re fee application (.1)	0.9	\$1,125.00
02/23/24	(B165) Catherine Lyons – Correspondence with L. McGee and E. Fay re WSGR First Interim Fee Application and comments to same	0.3	\$333.00
02/23/24	(B165) Lynzy McGee – Correspondence with E. Fay re WSGR monthly fee application (.1); Revise same (1.2)	1.3	\$630.50
02/26/24	(B165) Erin R. Fay – Emails with L. McGee re fee application	0.2	\$250.00
02/26/24	(B165) Catherine Lyons – Review and revise draft of WSGR First Interim Fee Application (0.5) and correspond with L. McGee re same (0.1)	0.6	\$666.00
02/26/24	(B165) Lynzy McGee – Revise WSGR monthly fee application	1.9	\$921.50
02/27/24	(B165) Erin R. Fay – Emails with F. Yudkin re: fee applications	0.1	\$125.00
02/27/24	(B165) Catherine Lyons – Review and revise draft of WSGR First Interim Fee Application and correspond with L. McGee re same	0.5	\$555.00

DATE	PROFESSIONAL SERVICES	HOURS	AMOUNT
02/27/24	(B165) Lynzy McGee – Discuss WSGR combined monthly fee application with C. Lyons (.2); Revise same (.6); Correspondence with E. Fay re same (.1); Prepare same for filing (.3)	1.2	\$582.00
02/28/24	(B165) Erin R. Fay – Review and revise WSGR fee app (.3); emails with L McGee re same (.1)	0.3	\$375.00
02/28/24	(B165) Erin R. Fay – Emails with K. Martin re: WSGR fee application	0.1	\$125.00
02/28/24	(B165) Lynzy McGee – Revise WSGR's first combined monthly fee application per E. Fay (.3); Prepare same for filing (.4); Correspondence with F. Yudkin re same (.1)	0.8	\$388.00
<u>B185 - ASSUMPTION/REJECTION OF LEASES AND CONTRACTS</u>			
02/28/24	(B185) Catherine Lyons – Review of Objection to Lease Rejection Motion and Motion to Extend Exclusivity	0.2	\$222.00
<u>B260 - BOARD OF DIRECTORS MATTERS</u>			
02/01/24	(B260) Amy L. Simmerman – Call with Kirkland & Ellis re board matters	0.3	\$439.50
02/01/24	(B260) Erin R. Fay – Emails with J. Schoenberg re: minutes (.2); call with Yenamandra, K. Martin etc. re: status (.3); emails with C. Lyons re: 8-K (.1); review same (.2); emails with R. Strickland and A. Cordo re: litigation (.3)	1.1	\$1,375.00
02/01/24	(B260) Jason B. Schoenberg – Conference call with management team and advisors re bankruptcy proceedings and related matters (.4); emails and analysis re board and committee materials in connection with bankruptcy cases and related matters (.3)	0.7	\$801.50
02/01/24	(B260) Partha Vora – Review and revise 8-K for asset purchase agreement (0.6); perform form check on 8-K (0.2)	0.8	\$536.00
02/01/24	(B260) Catherine Lyons – Review draft of MedImpact APA 8-K and correspond with WSGR team re same	0.7	\$777.00
02/02/24	(B260) Amy L. Simmerman – Review and advise re 8K (.4) and minutes (.4)	0.8	\$1,172.00
02/02/24	(B260) Erin R. Fay – Comment on 8-K re: MedImpact (.3) and emails with C. Matteson re: same (.1); emails with J. Schoenberg re: minutes (.2)	0.6	\$750.00
02/02/24	(B260) Courtney R. Matteson – Review and revise Form 8-K	2.1	\$2,331.00
02/02/24	(B260) Jason B. Schoenberg – Review and revise draft form 8-K in connection with sale of Elixir assets and related matters (.9); draft minutes of board and committee meetings (1.1); emails and analysis re Delaware law and corporate governance issues in connection with bankruptcy proceedings and related matters (.4)	2.4	\$2,748.00
02/02/24	(B260) Sarah M. Hand – Review and revise compensation committee meeting minutes (.4); review and analysis of 8-K re Elixir sale (.3); emails with WSGR team re same (.1)	0.8	\$680.00
02/02/24	(B260) Catherine Lyons – Communicate with C. Matteson and E. Fay re MedImpact 8-K (0.7), conduct research re same (0.8) and correspondence with WSGR, Skadden, and Kirkland teams re same (0.7)	2.2	\$2,442.00
02/03/24	(B260) Erin R. Fay – Emails with J. Schoenberg re minutes	0.1	\$125.00
02/03/24	(B260) Katharine A. Martin – Follow-up with J. Schoenberg re minutes for committee minutes	0.5	\$920.00
02/03/24	(B260) Catherine Lyons – Correspondence with WSGR, Kirkland, and Company teams re comments to MedImpact 8-K	0.2	\$222.00
02/04/24	(B260) Erin R. Fay – Emails with J. Schoenberg re minutes (1), emails with T. Sabatino et al re 8k (.2)	0.2	\$250.00

DATE	PROFESSIONAL SERVICES	HOURS	AMOUNT
02/04/24	(B260) Katharine A. Martin – Follow-up re committee minutes (0.8); email to J. Schoenberg re same (0.2)	1.0	\$1,840.00
02/04/24	(B260) Jason B. Schoenberg – Emails and analysis re board and committee materials and discovery production	0.3	\$343.50
02/04/24	(B260) Catherine Lyons – Correspondence with Company and Kirkland teams re finalization of 8-K and next steps re same	0.5	\$555.00
02/05/24	(B260) Amy L. Simmerman – Review/analysis re board meeting and materials	0.5	\$732.50
02/05/24	(B260) Erin R. Fay – Call with K. Martin re: board compensation issue (.5); initial review of motion re: same (.5); review and comment on board materials (.4); emails with A. Simmerman etc. re: same (.1); emails with T. Sabatino et al re: 8-K filing	1.6	\$2,000.00
02/05/24	(B260) Katharine A. Martin – Review board materials (0.8); review draft bankruptcy pleadings re compensation issue (0.4); call with E. Fay re draft bankruptcy pleadings re compensation issue (0.5); call with B. Bodaken re board call (0.3)	2.0	\$3,680.00
02/05/24	(B260) Jason B. Schoenberg – Review, revise and analyze draft bankruptcy pleadings (1.0); emails and analysis re public filings in connection with Elixir asset sale and related matters (.3); draft minutes of board and committee meetings (.4); emails and analysis re board discussion materials in connection with board meeting (.8); emails and analysis re Delaware law and corporate governance issues in connection with bankruptcy proceedings and related matters (.4)	2.9	\$3,320.50
02/05/24	(B260) Sarah M. Hand – Review and analysis of proposed motion re compensation issue (.7); emails with legal team re 8-K filing (.1)	0.8	\$680.00
02/05/24	(B260) Catherine Lyons – Correspondence with WSGR and Kirkland teams re production of Board minutes	0.2	\$222.00
02/05/24	(B260) Catherine Lyons – Correspondence with WSGR, Kirkland, and Skadden teams re filing of form 8-K	0.6	\$666.00
02/05/24	(B260) Catherine Lyons – Review and revise draft bankruptcy pleadings re compensation issue	1.8	\$1,998.00
02/06/24	(B260) Amy L. Simmerman – Attend board call (3.5); review and comment on draft bankruptcy pleadings re compensation issue (.6)	4.1	\$6,006.50
02/06/24	(B260) Erin R. Fay – Attend board meeting (3.5); review materials and prepare for same (.5)	4.0	\$5,000.00
02/06/24	(B260) Erin R. Fay – Revise draft bankruptcy pleadings re compensation issue	2.0	\$2,500.00
02/06/24	(B260) Katharine A. Martin – Attend board meeting	4.0	\$7,360.00
02/06/24	(B260) Courtney R. Matteson – Review and comment on draft bankruptcy pleadings re compensation issue	1.6	\$1,776.00
02/06/24	(B260) Jason B. Schoenberg – Attend board meeting (3.8); review and analyze board discussion materials in connection with same (.7); draft minutes of board and committee meetings (.4); review and revise draft bankruptcy pleadings re compensation issue and related matters (.5)	5.4	\$6,183.00
02/06/24	(B260) Sarah M. Hand – Confer with C. Lyons re review and analysis of proposed motion re compensation issue (.1); review and analysis of additional comments to same (.2)	0.3	\$255.00
02/06/24	(B260) Catherine Lyons – Communicate with S. Hand re draft bankruptcy pleadings re compensation issue and next steps re same	0.2	\$222.00
02/06/24	(B260) Catherine Lyons – Communicate with E. Fay (0.2) and correspondence with WSGR team (0.6) re draft bankruptcy pleadings re compensation issue and next steps re same	0.8	\$888.00

DATE	PROFESSIONAL SERVICES	HOURS	AMOUNT
02/07/24	(B260) Amy L. Simmerman – Review and advise re draft bankruptcy pleadings re compensation issue	0.4	\$586.00
02/07/24	(B260) Erin R. Fay – Call with B. Harlam re: board issues (.4); revise draft bankruptcy pleadings re compensation issue (.8); emails with A. Simmerman re: same (.2)	1.4	\$1,750.00
02/07/24	(B260) Katharine A. Martin – Review and analyze draft bankruptcy pleadings re compenastion issue (0.9); follow-up re same (0.6)	1.5	\$2,760.00
02/07/24	(B260) Jason B. Schoenberg – Emails and analysis re draft bankruptcy pleadings re compensation issue	0.3	\$343.50
02/07/24	(B260) Sarah M. Hand – Review and analysis of materials in audit committee meeting binder (1.2); draft audit committee meeting minutes (1.7)	2.9	\$2,465.00
02/07/24	(B260) Catherine Lyons – Correspondence with WSGR team re comments to draft bankruptcy pleadings re compensation issue	0.6	\$666.00
02/08/24	(B260) Katharine A. Martin – Call with C. Bassett and E. Fay re board matters	0.3	\$552.00
02/08/24	(B260) Jason B. Schoenberg – Conference call with advisors and management re bankruptcy proceedings and related corporate governance matters (.2); draft minutes of board and committee meetings (.2)	0.4	\$458.00
02/08/24	(B260) Sarah M. Hand – Revise draft of audit committee meeting minutes	1.8	\$1,530.00
02/08/24	(B260) Catherine Lyons – Attend weekly sync up advisor call with Kirkland, Company, and WSGR teams	0.2	\$222.00
02/09/24	(B260) Jason B. Schoenberg – Draft minutes of board and committee meetings	0.4	\$458.00
02/09/24	(B260) Sarah M. Hand – Review and revise audit committee meeting minutes (.5); review and analysis of nominating and governance meeting materials (.4); draft nominating and governance committee meeting minutes (1.5); review and revise same (.3); emails with J. Schoenberg re same (.1); review and analysis of board meeting deck (.7); begin drafting board meeting minutes (2.3); review and analysis of revised critical date calendar (.1)	5.9	\$5,015.00
02/10/24	(B260) Catherine Lyons – Correspondence with WSGR, Company, and advisors re 2/12/24 call	0.1	\$111.00
02/12/24	(B260) Erin R. Fay – Emails with J. Schoenberg and A. Simmerman re: board minutes	0.5	\$625.00
02/12/24	(B260) Jason B. Schoenberg – Draft minutes of board and committee meetings (.7); confer and analysis re corporate governance issues in connection with discovery productions in bankruptcy proceedings (1.8)	2.5	\$2,862.50
02/12/24	(B260) Sarah M. Hand – Review and revise draft of board meeting minutes (1.4); review and analysis of all board and committee minutes since retention since Petition Date (.9); create chart re same (.6); emails with A. Simmerman, E. Fay, and J. Schoenberg re same (.2)	3.1	\$2,635.00
02/13/24	(B260) Amy L. Simmerman – Review and advise re board documents	0.2	\$293.00
02/13/24	(B260) Erin R. Fay – Emails with J. Schoenberg et al re: minutes	0.2	\$250.00
02/13/24	(B260) Sarah M. Hand – Emails with A. Simmerman, E. Fay and J. Schoenberg re board and committee meeting minutes and materials	0.1	\$85.00
02/14/24	(B260) Jason B. Schoenberg – Emails and analysis re corporate governance issues in connection with bankruptcy proceedings and related matters	0.2	\$229.00
02/14/24	(B260) Sarah M. Hand – Emails with A. Simmerman and J.	0.2	\$170.00

DATE	PROFESSIONAL SERVICES	HOURS	AMOUNT
	Schoenberg re board and committee meeting minutes		
02/15/24	(B260) Amy L. Simmerman – Attend legal advisor call	0.6	\$879.00
02/15/24	(B260) Erin R. Fay – Call with A Yenamandra, K. Martin, T. Sabatino, etc. re board issues and case update	0.6	\$750.00
02/15/24	(B260) Courtney R. Matteson – Attend standing call with K&E, WSGR and T. Sabatino	0.6	\$666.00
02/15/24	(B260) Jason B. Schoenberg – Draft minutes of board and committee meetings (3.2); conference with advisors and company management re bankruptcy proceedings and related matters (.6); emails and analysis re corporate governance issues (.3); review and analyze draft form 10-K (.5)	4.6	\$5,267.00
02/15/24	(B260) Catherine Lyons – Attend advisor sync up call with WSGR, K&E, and Company re chapter 11 cases	0.6	\$666.00
02/16/24	(B260) Katharine A. Martin – Review and analyze 10-KA (0.8) and email to C. Matteson re same (0.2)	1.0	\$1,840.00
02/16/24	(B260) Jason B. Schoenberg – Draft minutes of board and committee meetings (.2); emails and analysis re corporate governance issues in connection with bankruptcy proceedings and related matters (.3)	0.5	\$572.50
02/16/24	(B260) Sarah M. Hand – Review and analysis of proposed 10-K/A (.7); emails with J. Schoenberg re same (.1); review and analysis of updated 10-Q (1.4)	2.2	\$1,870.00
02/16/24	(B260) Catherine Lyons – Correspondence with Kirkland, WSGR, and Skadden teams re draft 10-Q and next steps re same	0.2	\$222.00
02/18/24	(B260) Amy L. Simmerman – Review/analysis re 10Q	0.6	\$879.00
02/18/24	(B260) Erin R. Fay – Review and comment on 10Q (1.5), emails with A. Simmerman and C. Matteson re same (.2)	1.7	\$2,125.00
02/18/24	(B260) Erin R. Fay – Further emails with A. Yenamandra, C. Matteson, and K. Martin re board meeting and status (.5), call with C. Matteson re SEC issues (.2)	0.7	\$875.00
02/18/24	(B260) Katharine A. Martin – Review Form 10-Q (0.5), email re same (0.2) and call with C. Matteson re same (0.3)	1.0	\$1,840.00
02/18/24	(B260) Courtney R. Matteson – Review and revise Form 10-Q	1.9	\$2,109.00
02/18/24	(B260) Jason B. Schoenberg – Review and revise draft form 10-Q and emails re corporate governance issues in connection with same (1.3); emails and analysis re draft form 10-K and related matters (1.2)	2.5	\$2,862.50
02/18/24	(B260) Partha Vora – Review and revise 10-Q	0.2	\$134.00
02/18/24	(B260) Sarah M. Hand – Continue review and analysis of updated 10-Q (1.2); review and revise same (1.6); emails with A. Simmerman and J. Schoenberg re same (.1)	2.9	\$2,465.00
02/18/24	(B260) Catherine Lyons – Correspondence with WSGR, Kirkland, and Skadden teams re comments to draft 10-Q	0.3	\$333.00
02/19/24	(B260) Amy L. Simmerman – Review materials for committee call (.3); attend committee call (1.2)	1.5	\$2,197.50
02/19/24	(B260) Erin R. Fay – Review and comment on board materials (.5), emails with A. Simmerman and R. Gentilecore re same (.2), attend board meeting (1.1)	1.8	\$2,250.00
02/19/24	(B260) Katharine A. Martin – Attend special committee meeting (1.5); Attend call with R. Knowling, C. Teffner and P. Keglevic re board matters (0.5); review special committee meeting slides (0.5)	2.5	\$4,600.00
02/19/24	(B260) Courtney R. Matteson – Review and revise Form 10-Q	0.4	\$444.00
02/19/24	(B260) Jason B. Schoenberg – Conference with directors, management and advisors re bankruptcy proceedings and related matters (1.1);	1.9	\$2,175.50

DATE	PROFESSIONAL SERVICES	HOURS	AMOUNT
	review and analyze special committee discussion materials in connection with same (.8)		
02/19/24	(B260) Catherine Lyons – Correspondence with WSGR, Skadden, and Kirkland teams re 10-Q draft and comments to same	0.2	\$222.00
02/20/24	(B260) Courtney R. Matteson – Review and incorporate iterative comments of WSGR team to 10-K/A	5.6	\$6,216.00
02/20/24	(B260) Jason B. Schoenberg – Draft minutes of board and committee meetings (1.3); review and revise draft form 10-Q (.6)	1.9	\$2,175.50
02/20/24	(B260) Catherine Lyons – Review Amended Plan and Disclosure Statement (1.7) and conduct research re same (0.8)	2.5	\$2,775.00
02/21/24	(B260) Erin R. Fay – Review further revised 10-Q	1.0	\$1,250.00
02/21/24	(B260) Erin R. Fay – Emails with S. Hand re: minutes	0.3	\$375.00
02/21/24	(B260) Katharine A. Martin – Review Form 10-K/A (0.3) and email to C. Matteson and T. Brightwell re same (0.2)	0.5	\$920.00
02/21/24	(B260) Courtney R. Matteson – Review and revise Form 10-Q/A and 10-K/A	0.9	\$999.00
02/21/24	(B260) Jason B. Schoenberg – Review and revise draft Form 10-Q (.5); draft minutes of board and committee meetings (1.2); emails with S. Hand, A. Simmerman and E. Fay re board and committee meeting minutes and related governance issues (.4)	2.1	\$2,404.50
02/21/24	(B260) Sarah M. Hand – Review and analysis of updates to 10-Q (.2); emails with WSGR team re board matters (.2); review and analysis of proposed comments to board and committee meeting minutes (.6); emails with A. Simmerman and J. Schoenberg re same (.1)	1.1	\$935.00
02/21/24	(B260) Catherine Lyons – Review draft 10-Q	0.6	\$666.00
02/22/24	(B260) Amy L. Simmerman – Call with C. Bassett and Kirkland team re board matters	0.5	\$732.50
02/22/24	(B260) Erin R. Fay – Call with K. Martin, A. Yenamandra, etc. re: update (.5); review revised plan and disclosure statement re: board issues (2); emails with R. Fiedler re: same (.2)	2.7	\$3,375.00
02/22/24	(B260) Katharine A. Martin – Attend weekly advisory call with K&E	0.5	\$920.00
02/22/24	(B260) Katharine A. Martin – Review 10-Q/A	0.5	\$920.00
02/22/24	(B260) Jason B. Schoenberg – Emails with A. Simmerman, E. Fay and S. Hand re minutes and related governance matters (.4); draft minutes of board and committee meetings (.8); conference call with A. Yenamandra, C. Bassett, K. Martin, et al. re bankruptcy proceedings and related governance issues (.6)	1.8	\$2,061.00
02/22/24	(B260) Sarah M. Hand – Emails with WSGR team re board and committee compensation approvals (.2); review prior board and committee minutes re same (.2); review and analysis of special committee meeting slides (.5); draft special committee meeting minutes (1.3); review and revise same (.3); emails with J. Schoenberg re same (.1)	2.6	\$2,210.00
02/22/24	(B260) Catherine Lyons – Attend weekly sync up call with Kirkland, Company and WSGR teams	0.5	\$555.00
02/23/24	(B260) Sarah M. Hand – Review and analysis of updates to critical dates calendar	0.1	\$85.00
02/26/24	(B260) Amy L. Simmerman – Review committee materials (.3); attend committee call (1.4)	1.7	\$2,490.50
02/26/24	(B260) Erin R. Fay – Review and comment on materials re special committee meeting (.2); emails with R. Whitley re same (.2); attend special committee meeting (1.4)	1.8	\$2,250.00

DATE	PROFESSIONAL SERVICES	HOURS	AMOUNT
02/26/24	(B260) Katharine A. Martin – Review special committee meeting materials	0.5	\$920.00
02/26/24	(B260) Katharine A. Martin – Attend special committee meeting	1.5	\$2,760.00
02/26/24	(B260) Katharine A. Martin – Attend audit committee meeting	1.0	\$1,840.00
02/26/24	(B260) Jason B. Schoenberg – Review and analyze audit committee discussion materials (.8); attend meeting of audit committee (1.0); review and analyze special committee discussion materials (.6); attend special committee meeting (1.5); review and analyze proposals re exit financing and related matters (.5)	4.4	\$5,038.00
02/27/24	(B260) Katharine A. Martin – Call with Kirkland & Ellis, Company and Skadden re public filings	0.5	\$920.00
02/28/24	(B260) Erin R. Fay – Review K. Martin email re: SEC reporting issue (.2); call and email with C. Matteson re: same (.2)	0.4	\$500.00
02/28/24	(B260) Katharine A. Martin – Email with C. Matteson re revised SEC filing	0.5	\$920.00
02/28/24	(B260) Jason B. Schoenberg – Draft minutes of board and committee meetings (1.1); analysis re public disclosure requirements and related securities law issues (.3)	1.4	\$1,603.00
02/28/24	(B260) Sarah M. Hand – Review special committee meeting board deck (.4); draft special committee meeting minutes (1.4); review and revise special committee meeting minutes (.3); review and analysis of comments to prior special committee meeting minutes (.2); emails with A. Simmerman and J. Schoenberg re same (.1); update minute tracker (.1); emails with WSGR team re 10-Q extension (.1)	2.6	\$2,210.00
02/28/24	(B260) Catherine Lyons – Correspondence with J. Schoenberg and C. Matteson re standing call (0.1) and correspondence re case developments (0.2)	0.3	\$333.00
02/29/24	(B260) Sarah M. Hand – Review and analysis of audit committee meeting materials (.6); draft audit committee meeting minutes (1.7); review and revise audit committee meeting minutes (.4); emails with J. Schoenberg re same (.1)	2.8	\$2,380.00
<u>B320 - PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)</u>			
02/06/24	(B320) Leah E. León – Confer with WSGR team re plan litigation status	0.3	\$333.00
02/21/24	(B320) Erin R. Fay – Review research re: plan	2.0	\$2,500.00
02/22/24	(B320) Lynzy McGee – Correspondence with C. Lyons re objections to disclosure statement (.1); Retrieve and review same (.3)	0.4	\$194.00
02/23/24	(B320) Catherine Lyons – Review four objections to Conditional Disclosure Statement and Amended Plan	1.1	\$1,221.00
02/23/24	(B320) Lynzy McGee – Review and circulate objections to disclosure statement	0.3	\$145.50
02/26/24	(B320) Erin R. Fay – Review disclosure statement objections and committee objection outline	1.0	\$1,250.00
TOTAL HOURS AND FEES		189.0	\$210,070.50

FEE SUMMARY	HOURS	RATE	AMOUNT
Erin R. Fay	30.3	1,250.00	\$ 37,875.00
Katharine A. Martin	19.3	1,840.00	\$ 35,512.00
Amy L. Simmerman	11.2	1,465.00	\$ 16,408.00
Sarah M. Hand	30.5	850.00	\$ 25,925.00
Leah E. León	0.3	1,110.00	\$ 333.00

FEE SUMMARY	HOURS	RATE	AMOUNT
Catherine Lyons	22.8	1,110.00	\$ 25,308.00
Courtney R. Matteson	13.1	1,110.00	\$ 14,541.00
Jason B. Schoenberg	36.6	1,145.00	\$ 41,907.00
Partha Vora	1.0	670.00	\$ 670.00
Lynzy McGee	23.9	485.00	\$ 11,591.50
Total Current Fees			\$ 210,070.50

COSTS AND SUPPORT SERVICES	AMOUNT
Reproduction	5.40
CURRENT COSTS	\$ 5.40
Total Invoice Due	\$ 210,075.90